

# NOTICE OF ANNUAL GENERAL MEETING



NOTICE IS HEREBY GIVEN that the Forty-Eighth (48th) Annual General Meeting of the Company will be held at Sime Darby Convention Centre, Ballroom 1 & 2, First Floor, 1A, Jalan Bukit Kiara, 60000 Kuala Lumpur on Thursday, 12 April 2018 at 11.00 a.m. for the following purposes:

## AGENDA:

### Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Directors' and Auditors' reports thereon.  
**Ordinary Resolution 1**
- To approve the payment of a Final Dividend of 66 sen per ordinary share in respect of the financial year ended 31 December 2017.  
**Ordinary Resolution 2**
- To approve the payment of a Special Dividend of 11 sen per ordinary share in respect of the financial year ended 31 December 2017.  
**Ordinary Resolution 3**
- To approve the payment of Directors' fees and benefits of RM238,472 for the financial year ended 31 December 2017.  
**Ordinary Resolution 4**
- To approve the payment of Directors' fees and benefits up to an amount of RM437,000 for the period from 1 January 2018 until 31 December 2018.  
**Ordinary Resolution 5**
- To re-appoint Messrs PricewaterhouseCoopers PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  
**Ordinary Resolution 6**

### Special Business

- To consider, and if thought fit, to pass the following Resolutions:-

#### RE-ELECTION OF DIRECTORS

- THAT Roland Arthur Lawrence, who retires pursuant to Article 92(a) of the Constitution of the Company, be and is hereby re-elected as Director of the Company.  
**Ordinary Resolution 7**
- THAT Graham James Fewkes, who retires pursuant to Article 92(a) of the Constitution of the Company, be and is hereby re-elected as Director of the Company.  
**Ordinary Resolution 8**
- THAT Datuk Toh Ah Wah, who retires pursuant to Article 92(e) of the Constitution of the Company, be and is hereby re-elected as Director of the Company.  
**Ordinary Resolution 9**
- THAT Michelle Tanya Achuthan, who retires pursuant to Article 92(e) of the Constitution of the Company, be and is hereby re-elected as Director of the Company.  
**Ordinary Resolution 10**

To consider, and if thought fit, to pass the following Resolutions, with or without modifications, as Ordinary Resolutions of the Company:

- AUTHORITY FOR DIRECTORS TO ALLOT SHARES PURSUANT TO SECTION 75 AND 76 OF THE COMPANIES ACT 2016**  
**Ordinary Resolution 11**

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors of the Company be and are hereby authorised to allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting ("AGM") of the Company after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**  
**Ordinary Resolution 12**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.3(a) of the Circular to Shareholders dated 12 March 2018 ("the Related Party") provided that such transactions are:-

- necessary for the day-to-day operations;
- undertaken in the ordinary course of business at arm's length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Party than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company, ("the Shareholders' Mandate").

THAT such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed; or

- the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by shareholders of the Company in a general meeting,

whichever is the earliest;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

- PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**  
**Ordinary Resolution 13**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and/or its subsidiary companies ("the Group") be and are hereby authorised to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related party as set out in Section 2.3(b) of the Circular to Shareholders dated 12 March 2018 ("the Related Party") provided that such transactions and/or arrangements are:-

- necessary for the day-to-day operations;
- undertaken in the ordinary course of business at arm's length basis and on normal commercial terms and transaction prices which are not more favourable to the Related Party than those generally available to the public; and
- are not prejudicial to the minority shareholders of the Company, ("the Shareholders' Mandate").

THAT such approval shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the Shareholders' Mandate is passed, at which time it will lapse, unless by a resolution passed at such AGM whereby the authority is renewed; or
- the expiration of the period within the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earliest;

AND THAT the Directors of the Company be hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate."

- To consider any other business of which due notice shall be given in accordance with the Companies Act 2016 and the Company's Constitution.

## NOTICE OF DIVIDEND PAYMENT AND CLOSURE OF REGISTER

NOTICE IS HEREBY GIVEN THAT, subject to the approval of the shareholders at the Forty-Eighth (48th) Annual General Meeting to be held on Thursday, 12 April 2018, a Final Dividend of 66 sen per ordinary share and Special Dividend of 11 sen per ordinary share in respect of the financial year ended 31 December 2017 will be payable on 18 May 2018 to shareholders registered in the Register of Members and Record of Depositors at the close of business on 4 May 2018.

A depositor shall qualify for entitlement to the dividends only in respect of:

- Shares transferred into the Depositor's securities account before 4.00 p.m. on 4 May 2018 in respect of transfers;
- Shares deposited into the Depositor's securities account before 12.30 p.m. on 30 April 2018 (in respect of shares which are exempted from mandatory deposit); and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Lim Chee Keat (MIA 14827)  
Lu Kee Chee (LS 0009744)  
Secretaries

Shah Alam  
12 March 2018

### Notes:

- A Member entitled to attend and vote at the meeting is entitled to appoint ONE person as his proxy to attend and vote in his stead at the meeting. A proxy need not be a Member of the Company.
- If a Member having appointed a proxy to attend a general meeting attends such meeting in person, the appointment of such proxy shall be null and void in respect of such meeting and his proxy shall not be entitled to attend such meeting.

- Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it shall be entitled to appoint at least one proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
- Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where the Proxy Form is executed by a corporation, it must be either under its Seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a certified copy thereof, shall be deposited at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, the Customer Services Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 50(9)(a) of the Constitution of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 6 April 2018 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

## EXPLANATORY NOTE

### (i) Ordinary Resolution 4 – Directors Fees and Benefits 2017

The payment of the Directors' fees and benefits for financial year ended 31 December 2017, the details of which are set out in Corporate Governance Overview Statement on page 81 of the Annual Report.

### (ii) Ordinary Resolution 5 – Directors' Fees and Benefits 2018

The Directors' fees and benefits proposed for the period from 1 January 2018 up to 31 December 2018 are calculated based on the current Board size and number of scheduled Board and Committee meetings for 2018. This resolution is to facilitate payment of Directors' fees and benefits on a current financial year basis. In the event the proposed amount is insufficient, e.g. due to more meetings or enlarged Board size, approval will be sought at the next AGM for the shortfall.

### (iii) Ordinary Resolution 6 – Re-appointment of Auditors

The Audit and Risk Management Committee and the Board had, at its meetings held on 14 February 2018, considered the re-appointment of Messrs PricewaterhouseCoopers PLT (PWC) as Auditors of the Company and collectively agreed that PWC has the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

## EXPLANATORY NOTES ON SPECIAL BUSINESS

### (i) Ordinary Resolutions 7 to 10 – Re-election of Directors

The business on re-election of Directors that is to be transacted at the Annual General Meeting is deemed special pursuant to Article 51 of the Constitution of the Company.

The Board had carried out assessment on the independence of Datuk Toh Ah Wah and Michelle Tanya Achuthan, the Independent Directors who are standing for re-election and is satisfied that they both met the criteria of independence as prescribed in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

### (ii) Ordinary Resolution 11 – Authority for Directors to allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

This resolution is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting ("AGM"), authority to allot shares in the Company up to and not exceeding in total ten per cent (10%) of the total number of issued shares of the Company for such purposes as the Directors deem fit and in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

This mandate is a renewal of the last mandate granted to the Directors at the Forty-Seventh (47th) Annual General Meeting held on 20 April 2017 and which will lapse at the conclusion of the Forty-Eighth (48th) Annual General Meeting.

As at the date of this Notice, no new shares in the Company were issued pursuant to the last mandate.

The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, working capital and/or acquisitions.

### (iii) Ordinary Resolution 12 – Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")

The detailed text on Ordinary Resolution 12 on the Proposed Renewal of Shareholders' Mandate is included in the Circular to Shareholders dated 12 March 2018 which is enclosed together with the Annual Report.

### (iv) Ordinary Resolution 13 – Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed New Shareholders' Mandate")

The detailed text on Ordinary Resolution 13 on the Proposed New Shareholders' Mandate is included in the Circular to Shareholders dated 12 March 2018 which is enclosed together with the Annual Report.